

Bill Of Sale

JUN 2 '98

3-31 PM

For valuable consideration, the receipt of which is acknowledged, Charter Financial, Inc. (hereinafter "Transferor") having an office at 153 East 53rd Street, 55th Floor, New York, NY 10022 hereby sells and transfers all of its title in the personal property described below to RailAmerica, Inc. (hereinafter "Transferee") having its principal place of business at 538 Huron Avenue, Vassar, Michigan 48768.

The personal property which is the subject of this instrument (herein after the "Equipment") is described as follows:

- Two (2) GP38 -2 Locomotives (Pittsburgh and Lake Erie Railroad Locomotives Road Numbers 2059 and 2060)
- Three (3) Railway Open-Top Ballast Hoppers (JC1X 101, JC1X 102, JC1X 103),

being the Equipment which was the subject of Equipment Finance Lease No. 1817 between RailAmerica, Inc., Huron and Eastern Railway Company, Inc., Saginaw Valley Railway Company, Inc. and RailAmerica Services Corporation as the Lessees and Transferee as Lessor.

TRANSFEROR MAKES NO WARRANTIES WHATSOEVER, OF ANY KIND, EXPRESS OR IMPLIED, INCLUDING ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE. THE FOREGOING PROPERTY IS TRANSFERRED "AS IS, WHERE IS" AND "WITH ALL FAULTS"; THE TRANSFEEE ACKNOWLEDGES THAT IT HAS MADE THE SELECTION OF SAID PROPERTY BASED ON ITS OWN JUDGMENT AND EXPRESSLY DISCLAIMS ANY RELIANCE UPON STATEMENTS MADE BY TRANSFEROR.

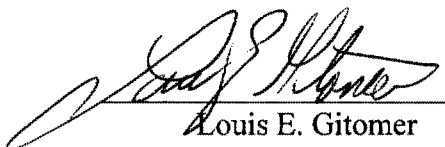
Dated as of: May 11, 1998

Transferor: Charter Financial, Inc.

By: [Signature]

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale dated as of May 11, 1998, and found the copy to be complete and identical in all respect to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer

June 2, 1998